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EXHIBIT A

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*Special Regulatory Counsel to Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER AMENDING THE
SCOPE OF THE RETENTION OF
MORRISON & FOERSTER LLP AS
SPECIAL REGULATORY COUNSEL FOR
THE DEBTORS EFFECTIVE AS OF THE
PETITION DATE**

1 Upon the Application, dated December 2, 2019 (the “**Application**”),¹ of PG&E Corporation
2 (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in
3 possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the
4 “**Chapter 11 Cases**”), pursuant to section 327(e) of title 11 of the United States Code (the
5 “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), for entry of an order amending the scope of the Debtors’ retention of
7 Morrison & Foerster LLP (“**Morrison & Foerster**”) as special counsel for the Debtors, as of the
8 Petition Date, all as more fully set forth in the Application; and this Court having jurisdiction to
9 consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334,
10 and the Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges, General Order
11 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the
12 Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the
13 Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and
14 venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper
15 notice of the Application having been provided to the parties listed therein, and it appearing that no
16 other or further notice need be provided; and this Court having reviewed the Application, the Hill
17 Declarations; and upon the record of the Hearing (if any was held) and all of the proceedings before
18 the Court; and this Court having found and determined that the relief sought in the Application is
19 in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest;
20 and that the legal and factual bases set forth in the Application establish just cause for the relief
21 granted herein; and after due deliberation and sufficient cause appearing therefor,

22 **IT IS HEREBY ORDERED THAT:**

- 23 1. The Application is GRANTED.
- 24 2. Subject to the terms of the Initial Retention Order, the Debtors are authorized,
25 pursuant to section 327(e) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016, to
26 retain and employ Morrison & Foerster as special counsel in these Chapter 11 Cases, in accordance

27 _____
28 ¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in
the Application.

1 with Morrison & Foerster's standard hourly rates and reimbursement of disbursements policies, all
2 as contemplated by the Application, effective as of the Petition Date.

3 3. Morrison & Foerster is authorized to render the following professional services:

- 4 a. preparing memoranda analyzing compensation, corporate, and labor
5 law considerations relating to the PG&E Corp. and Utility Executive
6 Incentive Compensation Recruitment Policy;
7 b. formulating strategy and providing general legal advice with respect
8 to executive compensation policies;
9 c. advising the Debtors with respect to regulatory disclosures, corporate
10 governance, and the Debtors' corporate form; and
11 d. performing all other necessary legal services in connection with the
12 foregoing; *provided, however*, that to the extent Morrison & Foerster
determines that such services fall outside of the scope of services
historically or generally performed by Morrison & Foerster as special
regulatory counsel, Morrison & Foerster will file a supplemental
declaration.

13 4. Morrison & Foerster shall be compensated in accordance with, and will file, interim
14 and final fee applications for allowance of its compensation and expenses and shall be subject to
15 sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules,
16 the Fee Guidelines, and any further order of the Court.

17 5. Morrison & Foerster shall be reimbursed for reasonable and necessary expenses as
18 provided by the Fee Guidelines.

19 6. Morrison & Foerster shall use its best efforts to avoid any duplication of services
20 provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

21 7. Notice of the Application as provided therein shall be deemed good and sufficient
22 notice thereof.

23 8. Morrison & Foerster shall provide reasonable notice to the Debtors and the U.S.
24 Trustee of any increase of Morrison & Foerster's hourly rates.

25 9. To the extent the Application is inconsistent with the terms of this Order, the terms
26 of this Order shall govern.

27 10. The Court shall retain jurisdiction to hear and determine all matters arising from or
28 relating to the implementation, interpretation, or enforcement of this Order.